

Mistras Group, Inc.  
Form 8-K  
October 20, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 18, 2016

Mistras Group, Inc.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001- 34481                  | 22-3341267                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 195 Clarksville Road   | 08550      |
| Princeton Junction, New Jersey                                     | (Zip Code) |
| (Address of principal executive offices)                           |            |
| Registrant's telephone number, including area code: (609) 716-4000 |            |

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d 2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaw; Change in Fiscal Year.

On October 18, 2016, the shareholders of Mistras Group, Inc. (the “Company”) approved an amendment to the Company’s second amended and restated certificate of incorporation (the “Charter”). The amendment modifies Article VIII of the Charter to allow the holders of a majority of the Company’s common stock to remove directors with or without cause. Previously, Article VIII of the Charter allowed a majority of shareholders to remove directors only for cause. This amendment was effective October 19, 2016, the date on which the amendment was filed with the Delaware Secretary of State.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Company held its 2016 annual shareholders meeting on October 18, 2016. Shareholders elected the seven nominees to the board of directors for one-year terms, ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2017, approved an amendment to the Company's Charter, approved the Mistras Group, Inc. 2016 Long-Term Incentive Plan and approved the Company’s executive compensation program. These were the only matters voted upon at the meeting. The voting results are as follows.

1. The seven nominees for election to the board of directors were elected based upon the following votes:

| Nominee               | Votes For  | Withheld  | Broker Non-votes |
|-----------------------|------------|-----------|------------------|
| Nicholas DeBenedictis | 25,258,460 | 240,712   | 1,274,292        |
| James Forese          | 25,170,950 | 328,222   | 1,274,292        |
| Richard Glanton       | 25,043,306 | 455,866   | 1,274,292        |
| Michael Lange         | 25,185,155 | 314,017   | 1,274,292        |
| Manuel Stamatakis     | 24,456,858 | 1,042,314 | 1,274,292        |
| Sotirios Vahaviolos   | 25,136,432 | 362,740   | 1,274,292        |
| W. Curtis Weldon      | 24,583,714 | 915,458   | 1,274,292        |

2. The appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2017 was ratified based upon the following votes:

|                    | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 26,768,784      |
| Votes against      | 4,249           |
| Abstentions        | 431             |

There were no broker non-votes for this item.

3. The amendment to the Company's Charter was approved based upon the following votes:

|                    | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 26,731,578      |
| Votes against      | 6,019           |

Abstentions 35,867

There were no broker non-votes for this item.

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4. The Mistras Group, Inc. 2016 Long-Term Incentive Plan was approved based upon the following votes:

|                    | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 24,215,954      |
| Votes against      | 1,281,722       |
| Abstentions        | 1,496           |
| Broker Non-votes   | 1,274,292       |

5. The Company's executive compensation program was approved on an advisory basis based upon the following votes:

|                    | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 24,999,809      |
| Votes against      | 497,344         |
| Abstentions        | 2,019           |
| Broker Non-votes   | 1,274,292       |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MISTRAS GROUP, INC.

Date: October 20, 2016 By: /s/ Michael C. Keefe  
Name: Michael C. Keefe  
Title: Executive Vice President, General Counsel and Secretary